

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:	§	
	§	
JULIET HOMES, LP,	§	Case No. 07-36424-H1-7
	§	(Chapter 7)
Debtor	§	
	§	
	§	
IN RE:	§	
	§	
JULIET GP, LLC,	§	Case No. 07-36426-H1-7
	§	(Chapter 7)
Debtor	§	
	§	
	§	
IN RE:	§	
	§	
DOUGLAS A. BROWN,	§	Case No. 07-36422-H1-7
	§	(Chapter 7)
Debtor	§	
	§	

**TRUSTEES' SEVENTH MOTION FOR APPROVAL OF COMPROMISE
AND SETTLEMENT AGREEMENT BETWEEN
TRUSTEES AND LAWRENCE RAMMING, ARCOA, LLC, ARCOA ADVISORS, LLC,
ARCOA CAPITAL PARTNERS, LP, ARCOA FUNDING, LLC, ARCOA INVESTMENT
ADVISORS, LC, ARCOA INVESTMENTS MANAGEMENT GROUP, LLC AND
ARCOA PROPERTIES, LLC**

NOTICE PURSUANT TO LOCAL BANKRUPTCY RULE 9013(b)

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY

RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

TO THE HONORABLE MARVIN ISGUR, UNITED STATES BANKRUPTCY JUDGE:

COME NOW Joseph M. Hill, Trustee (“Juliet Trustee”) of the bankruptcy estates of Juliet Homes, LP and Juliet GP, LLC (“Juliet Debtors” or “Juliet”) and Janet S. Northrup, Trustee as Successor Trustee (“Brown Trustee”) of the bankruptcy estate of Douglas A. Brown (“Brown”), seeking approval to compromise and settle various causes of action and claims with Defendants Lawrence Ramming, Arcoa, LLC, Arcoa Advisors, LLC, Arcoa Capital Partners, LP, Arcoa Funding, LLC, Arcoa Investment Advisors, LC, Arcoa Investments Management Group, LLC and Arcoa Properties, LLC, showing as follows:

I. RELIEF REQUESTED

1. Pursuant to Federal Rule of Bankruptcy Procedure 9019, the Juliet Trustee and the Brown Trustee (collectively, “Trustees”) request approval of their settlement and compromise of controversy with Lawrence Ramming, Arcoa, LLC, Arcoa Advisors, LLC, Arcoa Capital Partners, LP, Arcoa Funding, LLC, Arcoa Investment Advisors, LC, Arcoa Investments Management Group, LLC and Arcoa Properties, LLC (collectively, “Ramming”). While Ramming has agreed to the proposed compromise, the factual recitations set forth herein are solely those of the Trustees and are not necessarily agreed to by Ramming.

II. PROCEDURAL BACKGROUND

2. On September 20, 2007, an involuntary petition for relief was filed under Chapter 7 of the United States Bankruptcy Code against each of the Juliet Debtors. On the same date, an involuntary petition for relief was filed under Chapter 7 of the United States Bankruptcy Code against Brown.

3. On October 19, 2007, the Juliet Debtors and Brown consented to the entry of an order for relief and converted their cases to Chapter 11. On October 31, 2007, the Bankruptcy

Court entered Orders for Relief in the Juliet Debtors' and Brown's bankruptcy cases (together, the "Bankruptcy Cases").

4. The Juliet Trustee was subsequently appointed as Chapter 11 Trustee. At the request of the Juliet Trustee, the Juliet Debtors' cases were converted to Chapter 7 cases.

5. On December 5, 2007, Brown moved to convert his case to Chapter 7, and on December 19, 2007, the Bankruptcy Court converted Brown's case to Chapter 7. Thereafter, the Brown Trustee was appointed Successor Trustee of Brown's Chapter 7 estate.

6. Trustees commenced multiple Adversary Proceedings based on allegations that the Juliet Debtors were engaged in a Ponzi scheme in which certain insiders, investors and/or partners received funds that Trustees are entitled to recover pursuant to federal and state law.

These Adversary Proceedings include:

- Adv. No. 09-3429, Joseph M. Hill, Trustee et al. v. Alex Oria, et al.
- Adv. No. 09-3432, W. Steve Smith, Trustee et al. v. Douglas Allen Brown, et al.
- Adv. No. 09-3433, W. Steve Smith, Trustee et al. v. Douglas Allen Brown, et al.
- Adv. No. 09-3434, W. Steve Smith, Trustee et al. v. Douglas Allen Brown, et al.
- Adv. No. 09-3435, W. Steve Smith, Trustee et al. v. Eric Putnam, et al.
- Adv. No. 09-3436, W. Steve Smith, Trustee et al. v. Eric Putnam, et al.
- Adv. No. 09-3437, W. Steve Smith, Trustee et al. v. Eric Putnam, et al.
- Adv. No. 09-3438, W. Steve Smith, Trustee v. Lawrence H. Ramming, et al.
- Adv. No. 09-3439, W. Steve Smith, Trustee v. Lawrence H. Ramming, et al.
- Adv. No. 09-3440, W. Steve Smith, Trustee v. Lawrence H. Ramming, et al.
- Adv. No. 09-3441, Joseph M. Hill, Trustee et al. v. Alex Oria, et al.
- Adv. No. 09-3442, Joseph M. Hill, Trustee et al. v. Alex Oria, et al.
- Adv. No. 09-3443, Joseph M. Hill, Trustee et al. v. Alex Oria, et al.
- Civil Action No. H-12-840, Joseph M. Hill, Trustee, et al. v. Alex Oria, et al.¹

(collectively, the "Adversary Proceedings"). The Adversary Proceedings were consolidated and the reference of them withdrawn to the U.S. District Court, thereby initiating Civil Action No. H-

¹ Adv. Nos. 09-3429, 09-3432, 09-3433, 09-3434, 09-3435, 09-3436, 09-3437, 09-3438, 09-3439, 09-3440, 09-3441, and 09-3442 were consolidated into Adv. No. 09-3429. On March 12, 2012, this Court stated its intention to recommend that the reference from the District Court be withdrawn in Adv. No. 09-3429 and later issued a certification to the District Court on January 28, 2014. Civil Action No. H-12-840 is the District Court suit that resulted from the withdrawal of the reference.

12-840, *Joseph M. Hill, Trustee, et al. v. Alex Oria, et al.*, which is pending before the Honorable Sim Lake. Reference to the “Adversary Proceedings” in this Motion includes Civil Action No. H-12-840 wherever the context requires.

7. Ramming was named a defendant in one or more of the adversary proceedings. After mediation and Trustees’ review of financial information provided, Trustees have entered into a settlement agreement with Ramming as described more particularly below.

III. PROPOSED SETTLEMENT

7. During the period leading up to the Juliet’s bankruptcy, Trustees allege that Ramming received numerous transfers of estate property. Starting in 2006, Trustees allege that Ramming bought and sold properties from the Debtors at escalating prices to temporarily free up funds for Juliet, with Ramming both profiting from the sales price and charging commissions that Trustees allege were unearned on the transactions.

8. Trustees sued Ramming for a turnover of estate property and any income realized thereon, fraudulent transfers, post-petition transfers, fraud, conspiracy, aiding and abetting, conversion, unjust enrichment, and punitive damages. Ramming vigorously disputed and denied the claims.

9. Additionally, Ramming claims that even if the Trustees prevailed in the litigation and obtained a judgment against him, he would not be able to satisfy the judgment.

10. Following protracted litigation with Ramming and others, and after having been ordered to mediation by U.S. District Judge Sim Lake, Ramming and the Trustees began settlement negotiations in May 2014 with the assistance of the mediator. Trustees requested and received financial information from Ramming and, after two formal mediation sessions, continued efforts by the mediator, and evaluation of Ramming’s financial information, agreed to

a settlement by which Ramming would (i) pay \$17,500 in full satisfaction of the Trustees' claims against Ramming and (ii) provide a release of all claims against the estates, including but not limited to the release of the proofs of claim filed by (1) Ramming in the amount of \$1,600,000; (2) Arcoa Capital Partners in the amount of \$2,942,500; (3) Arcoa Funding, LLC in the amount of \$2,800,000. The terms of the settlement are set forth more fully in the settlement agreement attached **Exhibit 1** and incorporated by reference as if fully set forth herein.

11. Trustees seek approval of their compromise with Ramming as fair and equitable to the estates and their creditors and pursuant to the factors set forth in *Protective Committee For Independent Stockholders of TMT Trailer Ferry, Inc. v. Anderson*, 390 U.S. 414 (1968) is as follows:

(a) Probability of success in litigation, with consideration given to the uncertainty in fact and in law. The settlement with Ramming ensures success for the Trustees. While the Trustees are confident in their claims against Ramming, Ramming has vigorously defended the claims. Both sides recognize that litigating the issue of Juliet Homes' insolvency at the time of the transfers to Ramming would involve a fact-intensive analysis about which various expert witnesses have disagreed. The settlement results in the collection of \$17,500, and the elimination of \$7,342,500 in claims against the estates.

(b) Complexity, expense and likely duration of litigation. If not for the settlement with Ramming, this litigation would likely require more than two weeks of a jury trial and hundreds of hours of preparation as well as attendant expense for briefing, expert preparation and testimony, and related trial expenses. The evidence presented would be complex and would likely require extensive expert testimony and supporting documentation of Juliet Homes' solvency at the points in time when Ramming received his payments. Following the withdrawal

of the reference and this Court's certification of the case as ready for trial, U.S. District Judge Sim Lake conducted a scheduling conference and ordered the parties to mediation. Judge Lake recently scheduled jury trial to commence in early January 2015. The settlement with Ramming expedites the resolution of one of the biggest claims in the Adversary Proceedings and avoids the expenditure of limited estate resources for trial expenses. This is also the final settlement in this case. There will be no need for trial if this settlement is approved and Judge Lake enters default judgment against the four defendants who failed to comply with mediation and sanctions orders.

(c) Other factors relevant to a full and fair assessment of the wisdom of the proposed compromise. The settlement with Ramming provides a certain recovery from Ramming and the elimination of substantial claims against the estates. If not for the settlement, Trustees risk the possibility that, following trial and any appeals, they would not prevail against Ramming or that they would prevail in obtaining a judgment that could not be collected. Ramming claims to be largely judgment-proof, and he provided financial documentation to Trustees in support of his position that he has limited liquid assets with which to satisfy a judgment. Given Ramming's apparent lack of assets to satisfy a larger judgment and the time and expense associated with a trial and possible appeal, the Trustees' considered opinion is that the \$17,500 and release of claims in settlement is in the best interests of the estates and their creditors.

IV. PRAYER

12. For all the reasons set forth above, Trustees believe that the proposed settlement agreement is in the best interests of the estates and their creditors. Trustees respectfully request that the Court grant this motion and enter an order approving the compromise. Trustees respectfully request all other relief to which they are justly entitled.

Respectfully submitted,

/s/ Jeremy R. Stone

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OF COUNSEL:

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CERTIFICATE OF SERVICE

I certify that on the 23rd day of December, 2014, a true and correct copy of this Motion was served by first class mail or ECF on (i) the United States Trustee, (ii) the IRS, (iii) the Chapter 7 Trustees, (iv) Debtors' counsel, (v) the 20 largest unsecured creditors of each Debtor, and (vi) all persons who filed notices of appearance, all of whom are identified on the attached list. Notice of the filing of this motion was served on all creditors as set forth more fully in the Notice filed contemporaneously with this Motion.

/s/ Jeremy R. Stone

Jeremy R. Stone

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